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*Counsel for the Board of Each of PG&E Corporation  
and Pacific Gas and Electric Company and for  
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case No.  
19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION  
REGARDING EIGHTH MONTHLY FEE  
STATEMENT OF SIMPSON THACHER &  
BARTLETT LLP FOR ALLOWANCE AND  
PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF NOVEMBER 1, 2019  
THROUGH NOVEMBER 30, 2019**

Re: Docket No. 5566

**Objection Deadline:** February 20, 2020  
4:00 pm (Pacific Time)

1 On January 30, 2020, Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”), counsel  
2 for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and  
3 Electric Company (the “**Debtors**”), as the Board may be constituted from time to time, and for  
4 the members of the Board from time to time in their capacities as members of the Board, and (ii)  
5 certain current and former independent directors in their individual capacities who serve or  
6 served as independent directors prior to and/or as of the Petition Date (as defined below) (each  
7 an “**Independent Director**” and collectively, the “**Independent Directors**”), filed its *Eighth*  
8 *Monthly Fee Statement of Simpson Thacher & Bartlett LLP for Allowance and Payment of*  
9 *Compensation and Reimbursement of Expenses for the Period November 1, 2019 through*  
10 *November 30, 2019* (the “**Eighth Monthly Fee Statement**”) pursuant to the *Order Pursuant to*  
11 *11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures*  
12 *for Interim Compensation and Reimbursement of Expenses of Professionals*, dated February 27,  
13 2019 [Docket No. 701] (the “**Interim Procedures Order**”).

14 The Eighth Monthly Fee Statement was served as described in the *Certificate of Service*  
15 of Jamie B. Herszaft [Docket No. 5617]. The deadline to file responses or oppositions to the  
16 Eighth Monthly Fee Statement was February 20, 2020 at 4:00 pm (PT). No oppositions or  
17 responses have been filed with the Court or received by Simpson Thacher. Pursuant to the  
18 Interim Compensation Order, the Debtors are authorized to pay Simpson Thacher eighty percent  
19 (80%) of the fees that are not subject to an objection and one hundred percent (100%) of the  
20 expenses requested in the Eighth Monthly Fee Statement upon the filing of this certification  
21 without the need for a further order of the Court. A summary of the fees and expenses sought by  
22 Simpson Thacher is annexed hereto as **Exhibit A**.

23 The undersigned hereby declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury,  
24 that:

25 1. I am a counsel at the law firm Simpson Thacher & Bartlett LLP, counsel  
26 to the Board and the Independent Directors.

2. I certify that I have reviewed or caused the review of the Court's docket in these chapter 11 cases and that Simpson Thacher has not received any response or opposition to the Eighth Monthly Fee Statement.

3. This declaration was executed in Palo Alto, California.

**SIMPSON THACHER & BARTLETT LLP**

Dated: February 24, 2020  
Palo Alto, California

/s/ Jonathan C. Sanders  
Jonathan C. Sanders (No. 228785)

*Counsel for the Board of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors*

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